

Sean Dougherty
AVP, Contracts
CIT Rail

APR 10 '08

12-48 PM



SURFACE TRANSPORTATION BOARD

March 11, 2008

Secretary
Surface Transportation Board
Washington, D.C. 20423

RE: NRG01005

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as of November 28, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 24538.

The names and addresses of the parties to the enclosed document are:

Lessee: NRG Power Marketing Inc.
211 Carnegie Center
Princeton, NJ 08540

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive Suite 3000
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series DJLX 96003- DJLX 96114 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Sean Dougherty
AVP, Contracts
CIT Rail

Enclosures

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30 South Wacker Drive
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Chicago, IL 60606

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APR 16 '08

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MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28th day of Nov., 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and NRG POWER MARKETING INC. a Delaware corporation, with an address at 211 Carnegie Center, Princeton, NJ 08540 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 25, 2003, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on July 31, 2003 as Recordation Number 24538.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Annex A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine S. Shultz
Name: Catherine Shultz
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

NRG POWER MARKETING INC.

By: Kevin T. Howell
Name: Kevin T. Howell
Title: Chairman, President and CEO
NRG Power Marketing Inc.

Schedule A

Number of Cars		Equipment Description
18		4,400 C.F. or greater aluminum coal gondola
1	DJLX	96003
2	DJLX	96009
3	DJLX	96013
4	DJLX	96015
5	DJLX	96016
6	DJLX	96024
7	DJLX	96026
8	DJLX	96038
9	DJLX	96038
10	DJLX	96051
11	DJLX	96079
12	DJLX	96085
13	DJLX	96086
14	DJLX	96095
15	DJLX	96100
16	DJLX	96106
17	DJLX	96109
18	DJLX	96114